

ARTICLES OF ASSOCIATION

OF

Asian Business Aviation Association Limited

Incorporated the 11th day of April 2014

編號 2087180
No.

[COPY]

公司註冊處
COMPANIES REGISTRY

公司註冊證明書
CERTIFICATE OF INCORPORATION

本人謹此證明
I hereby certify that

Asian Business Aviation Association Limited

於本日根據香港法例第622章《公司條例》
is this day incorporated in Hong Kong under the Companies Ordinance

在香港成立為法團，此公司是一間
(Chapter 622 of the Laws of Hong Kong), and that this company is

有限公司。
a limited company.

本證明書於二〇一四年四月十一日發出。
Issued on 11 April 2014.

(Sd. Ada LL CHUNG)

.....
香港特別行政區公司註冊處處長
Registrar of Companies
Hong Kong Special Administrative Region

註 Note :

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

THE COMPANIES ORDINANCE (CHAPTER 622)

**Company Limited by Guarantee
ARTICLES OF ASSOCIATION
OF**

Asian Business Aviation Association Limited

(As adopted by Special Resolution passed on the 17th day of January, 2022)

Part A – Mandatory Articles

1. Company Name The name of the company is

"Asian Business Aviation Association Limited"

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below.

Amount to be contributed by each member

Each Member
USD1,500

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Name(s) of Founder Members
Carlos Alexander MULARSKI (signed)

Part B – Other Articles

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Part 1

Interpretation

1. Interpretation

(1) In these articles—

Articles means the articles of association of the Association and **article** refers to the relevant article in the Articles;

associated company means—

- (a) a subsidiary of the Association;
- (b) a holding company of the Association; or
- (c) a subsidiary of such a holding company;

Association means **Asian Business Aviation Association Limited**;

By-laws means the by-laws of the Association, as amended from time to time;

mental incapacity has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

Ordinance means the Companies Ordinance (Cap. 622);

proxy notice — see Article 45(1);

Rules means the internal rules of the Association (including the *By-Laws*) as adopted and approved by the board of directors from time to time.

- (2) Other words or expressions used in the Articles have the same meaning as in the Ordinance as in force on the date the Articles become binding on the Association.
- (3) For the purposes of the Articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
- (4) The model articles of association as prescribed in Schedule 3 of the Companies (Model Articles) Notice (Cap. 622H) shall not apply to the Association.
- (5) In case of inconsistency between the Articles and the Rules (including the By-laws), the Articles shall prevail. Both the Articles and the Rules (including the By-laws) shall always be subject to the Ordinance.

Part 2

Directors and Company Secretary of the Association

Division 1—Directors' Powers and Responsibilities

2. Directors' general authority

- (1) Subject to the Ordinance and the Articles, the business and affairs of the Association are managed by the directors, who may exercise all the powers of the Association.

- (2) An alteration of the Articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.
- (3) The powers given by this Article are not limited by any other power given to the directors by the Articles.
- (4) A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.

3. Composition of the board of directors

- (1) Unless the directors shall otherwise determine, the board of directors shall be composed of not more than seven (7) persons.
- (2) The members will elect the directors in accordance with the Rules.

4. Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

5. Directors may delegate

- (1) Subject to the Articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under the Articles—
 - (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

6. Committees

- (1) Subject to the Articles and the requirements under the Ordinance, the directors may make rules and amend the Rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the Rules.

Division 2—Decision-taking by the Directors

7. Directors to take decision collectively

A decision of the directors may only be taken—

- (a) by a majority of the directors at a meeting; or
- (b) in accordance with Article 8.

8. Unanimous decisions

- (1) A decision of the directors is taken in accordance with this Article when all eligible directors sign a resolution in writing, copies of which have been signed by each eligible director.

- (2) A reference in this Article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting.
- (3) A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at a directors' meeting.

9. Calling directors' meetings

- (1) Any director may call for a directors' meeting by giving notice of the meeting in writing at least seven (7) days before the date of the meeting (unless all the directors consent to a shorter notice) to the directors or by authorizing the company secretary to give such notice.
- (2) Notice of a directors' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a directors' meeting must be given to each director.

10. Participation in directors' meetings

- (1) Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
 - (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.
- (3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

11. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is present, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings is a majority of the directors for the time being, and unless otherwise fixed it is 2.

12. Meetings if total number of directors less than quorum

- If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision—
- (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

13. Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person appointed for the time being is known as the chairperson.
- (3) The directors may terminate the appointment of the chairperson at any time.
- (4) If the chairperson is not participating in a directors' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the other participating directors may appoint one of themselves to chair such meeting.

14. Chairperson's casting vote at directors' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or

other director chairing the directors' meeting shall not have a second or casting vote, and the proposal is defeated.

- (2) Paragraph (1) does not apply if, in accordance with the Articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. Conflicts of interest

- (1) This Article applies if—
 - (a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's business; and
 - (b) the director's interest is material.
- (2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the director contravenes paragraph (3)(a), the vote must not be counted.
- (5) Paragraph (3) does not apply to—
 - (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the Association;
 - (b) an arrangement for the Association to give any security to a third party in respect of a debt or obligation of the Association for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) an arrangement under which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries, which do not provide special benefits for directors or former directors.
- (6) A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

16. Supplementary provisions as to conflicts of interest

- (1) A director may hold any other office or position of profit under the Association (other than the office of auditor) in conjunction with the office of director for a period and on terms (as to remuneration or otherwise) that the directors determine.
- (2) A director or intending director is not disqualified by the office of director from contracting with the Association—
 - (a) with regard to the tenure of the other office or position of profit mentioned in paragraph (1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Association in which any director is in any way interested is not liable to be avoided.
- (4) A director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Association for any profit realized by the transaction, arrangement or contract by reason of—

- (a) the director holding the office; or
- (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.
- (6) A director of the Association may be a director or other officer of, or be otherwise interested in—
 - (a) any company promoted by the Association; or
 - (b) any company in which the Association may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the director is not accountable to the Association for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other company unless the Association otherwise directs.

17. Validity of acts of meeting of directors

The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (b) any one or more of them were not qualified to be a director or were disqualified from being a director;
- (c) any one or more of them had ceased to hold office as a director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

18. Record of decisions to be kept

The directors must ensure that the Association keeps a written record of every decision taken by the directors under Article 7 for at least 10 years from the date of the decision.

19. Directors' discretion to make further rules or amendments to the Rules

Subject to these Articles and the requirements under the Ordinance, the directors may make further rules and amend the Rules that they think fit about—

- (a) how they take decisions; and
- (b) how such further rules and the amended Rules are to be recorded or communicated to directors.

Division 3—Appointment and Retirement of Directors

20. Appointment and retirement of directors

- (1) A person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director in accordance with the Rules.
- (2) In the event of a vacancy during a term of office, the Board of Directors can appoint a new director who will fulfil the term of office until the next annual general meeting at which the election of directors shall take place. However, if a majority of the Directors in office since the last annual general meeting have resigned, been removed or replaced or they have vacated the position of director in any other way, then an Extraordinary General Meeting shall be called within ninety (90) days from the date on which that majority is reached, and an election will be conducted to replace the vacant director positions. Any such newly elected directors shall fulfil the remaining term of the previous

directors.

- (3) A director appointed under paragraph (1) must retire from office at the next annual general meeting at which the election of directors shall take place following the director's initial appointment unless re-elected in accordance with the Rules.
- (4) The procedure for nomination, appointment and election or re-election of a director shall be in accordance with the Rules.

21. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office in accordance with the Rules.

22. Composite resolution

- (1) This Article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments with the Association or any other body corporate.
- (2) The proposals may be divided and considered in relation to each director separately.
- (3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

23. Termination of director's appointment

A person ceases to be a director if the person—

- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period; or
- (f) is removed from the office of director by an ordinary resolution of the Association.

24. Directors' remuneration

- (1) Directors' remuneration must be determined by the Association at a general meeting.
- (2) A director's remuneration may—
 - (a) take any form; and
 - (b) include any arrangements in connection with the payment of a retirement benefit to or in respect of that director.
- (3) Directors' remuneration accrues from day to day.

25. Directors' expenses

The Association may pay any travelling, accommodation and other expenses properly incurred by directors in connection with—

- (a) their attendance at—
 - (i) meetings of directors or committees of directors;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of debentures of the Association; or

- (b) the exercise of their powers and the discharge of their responsibilities in relation to the Association.

Division 4—Directors' Indemnity and Insurance

26. Indemnity

- (1) A director or former director of the Association may be indemnified out of the Association's assets against any liability incurred by the director to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover—
 - (a) any liability of the director to pay—
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the director—
 - (i) in defending criminal proceedings in which the director is convicted;
 - (ii) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the director;
 - (iii) in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated company of the Association, in which judgment is given against the director;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the director; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the director relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
 - (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

27. Insurance

The directors may decide to purchase and maintain insurance, at the expense of the Association, for a director of the Association, or a director of an associated company of the Association, against—

- (a) any liability to any person attaching to the director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association or associated company (as the case may be); or
- (b) any liability incurred by the director in defending any proceedings (whether civil or criminal) taken against the director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association or associated company (as the case may be).

Division 5—Company Secretary

28. Appointment and removal of company secretary

- (1) The directors may appoint a company secretary for a term, at a remuneration and on conditions they think fit.
- (2) The directors may remove a company secretary appointed by them.

Part 3

Members

Division 1—Becoming and Ceasing to be Member

29. Application for membership

A person may become a member of the Association in accordance with the Rules and only if—

- (a) that person has completed an application for membership in a form approved by the directors;
- (b) paid the required membership fee; and
- (c) the directors have approved the application.

30. Termination of membership

- (1) A member may withdraw from membership of the Association by giving 30 days' notice to the Association in writing.
- (2) Membership is not transferable.
- (3) Membership terminates when that person dies or ceases to exist.
- (4) Subject to the discretion of the Board of Directors, membership in the Association may also be terminated on the following grounds:
 - (a) the member has failed to pay overdue membership fees either 10 days after one (1) written reminder or after 30 days has passed from the due date (whichever is the earlier);
 - (b) the member is in violation of the Articles or the Rules in any material respect;
 - (c) upon the bankruptcy of the member, if an individual;
 - (d) upon the winding up of the member, if a company;
 - (e) the member's conduct is determined by the board of directors at its sole discretion to have brought the Association or the directors or its members into disrepute or is detrimental to the character or interest of the Association; or
 - (f) such other grounds as may be prescribed by the Articles or the Rules from time to time.

Division 2—Organization of General Meetings

31. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The directors may, if they think fit, call a general meeting.
- (3) If the directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the directors do not call a general meeting in accordance with section 567 of

the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

32. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which—
 - (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this Article, it is regarded as having been duly called if it is so agreed—
 - (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

33. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
 - (a) every member; and
 - (b) every director.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Association must give a copy of it to its auditor (if more than one auditor, to every one of them) at the same time as the notice or the other document is given to the member.

34. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

35. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

36. Quorum for general meetings

- (1) Members representing 25% of all current members in good standing who are present in person or by proxy constitute a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- (3) A member is “**in good standing**” if none of the grounds mentioned in Article 30(4)(a) to (f) and in the Rules apply to the member as determined by the board of directors.

37. Chairing general meetings

- (1) If the chairperson (if any) of the board of directors is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The directors present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no chairperson of the board of directors;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson has given notice to the Association of the intention not to attend the meeting.
- (3) The members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) no director is willing to act as chairperson; or
 - (b) no director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a

resolution of the Association passed at the meeting.

38. Attendance and speaking by non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members of the Association.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
 - (a) members of the Association; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

39. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
 - (a) if called on the request of members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the directors determine.
- (2) The chairperson may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (4) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.

Division 3—Voting at General Meetings

40. General rules on voting

- (1) All members, except the class of members specified by the Rules as non-voting, shall have the right to vote at a general meeting and all references to voting in this Division shall refer to voting members only. Each class of member shall have the number of votes as specified by the Rules.
- (2) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- (3) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is not entitled to a second or casting vote, and the proposed resolution is defeated.
- (4) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (5) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

41. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general meeting may

only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.

- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

42. Demanding a poll

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by—
 - (a) the chairperson of the meeting;
 - (b) at least 2 members present in person or by proxy; or
 - (c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

43. Number of votes a member has

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting—

- (a) every member present in person has the number of votes as specified by the Rules; and
- (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has the number of votes as specified by the Rules.

44. Votes of mentally incapacitated members

- (1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

45. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (**proxy notice**) that—
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
 - (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.

- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

46. Execution of appointment of proxy on behalf of member appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

47. Delivery of proxy notice and notice revoking appointment of proxy

- (1) A proxy notice does not take effect unless it is received by the Association—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the Association—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

48. Effect of member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy—
 - (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the member.

49. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy

- (1) A vote given in accordance with the terms of a proxy notice is valid despite—
 - (a) the previous death or mental incapacity of the member appointing the proxy; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity

or revocation is received by the Association—

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

50. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 4

Miscellaneous Provisions

Division 1—Communications to and by the Association

51. Means of communication to be used

- (1) Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Association for the purposes of the Ordinance.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

52. Company seals

- (1) A common seal may only be used by the authority of the directors.
- (2) A common seal must be a metallic seal having the Association's name engraved on it in legible form.

- (3) Subject to paragraph (2), the directors may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the directors, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the Association and 1 authorized person.
- (5) For the purposes of this Article, an authorized person is—
 - (a) any director of the Association;
 - (b) the company secretary; or
 - (c) any person authorized by the directors for signing documents to which the common seal is applied.

53. No right to inspect accounts and other records

A person is not entitled to inspect any of the Association's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the directors; or
- (d) an ordinary resolution of the Association.

54. Auditor's insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, or an auditor of an associated company of the Association, against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be).
- (2) In this Article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.